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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 16170-0
FILED 1993

JAN 8 1993 - 12:40 PM

INTERSTATE COMMERCE COMMISSION
OF COUNSEL
LESTER

January 7, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

16170-0

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Partial Release dated as of January 6, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement-Trust Deed dated as of December 20, 1988 and the Security Agreement Supplement No. 8 dated July 12, 1990, thereto, which were filed and recorded on January 19, 1989 and July 12, 1990 under Recordation Numbers 16170 and 16170-J, respectively.

The name and address of the party executing the enclosed document are:

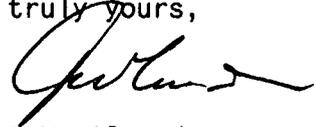
Fleet National Bank, as Security Trustee
111 Westminster Street
Providence, Rhode Island 02903-2305

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A, thereto.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Counterparts - [Signature]

86 JAN 10 1993



CoverSheetStart

Recordation Files

COVER SHEET START

DOT - STB Project

HELM LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111

415/398-4810

VIA AIR COURIER

September 2, 1993

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

16171-B
SEP 3 1993 4:45 PM
INTERSTATE COMMERCE COMMISSION

RE: Security Agreement dated as of December 22, 1988 ("Security Agreement")
between Helm Locomotive Leasing ("Company") and NBD Bank, formerly National
Bank of Detroit ("Bank")

Dear Ms. Lee:

On behalf of Helm Locomotive Leasing, I submit for filing and recording, under 49
U.S.C. Section 11303(a) and the regulations promulgated thereunder the following
document:

Two (2) fully executed originals of the Agreement Releasing Security in
Certain Locomotives dated December 3, 1992 ("Agreement") between Helm
Equipment Locomotive Leasing and NBD.

In connection with the recording of the Agreement, please note the following
information:

Name and Address of Lessor: Helm Locomotive Leasing
By: Helm Equipment Leasing Corporation
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

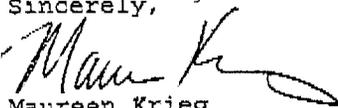
Name and Address of Lessee: NBD
611 Woodward Avenue
Detroit, MI 48226

Equipment: Two (2) General Motors SD40-2, 3000 horsepower,
diesel electric locomotives bearing the reporting
mark and number GT 5934 and GT 5935

Previous ICC Filing: Security Agreement filed on January 14, 1989 under
Recordation No. 16171

Please file the Agreement under the next available recordation number and return
the endorsed original to my attention. The filing fee of sixteen dollars
(\$16.00) is included in the enclosed check.

Sincerely,


Maureen Krieg
Contracts Administrator

mek
Enclosures (2)



CoverSheetEnd

Recordation Files

COVER SHEET END

DOT - STB Project

16171-B
REC-108

**AGREEMENT RELEASING SECURITY
IN CERTAIN LOCOMOTIVES**

SEP 3 1993 2:45 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT RELEASING SECURITY ("Agreement") is made as of December 3, 1992 between **HELM LOCOMOTIVE LEASING**, a joint venture (the "**Company**") of Helm Equipment Leasing Corporation and Domestic Three Leasing Corporation, and **NBD BANK**, formerly National Bank of Detroit (the "**Bank**").

The Company and the Bank wish to release certain locomotives as collateral from a security agreement ("**Security Agreement**"), dated as of December 22, 1988, given by the Company in favor of the Bank. This Security Agreement was filed with the Interstate Commerce Commission on January 24, 1989 under ICC Recordation Number 16171.

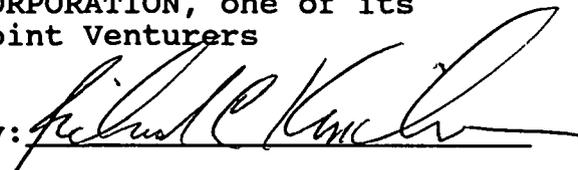
Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement), as amended, and for good and valuable consideration granted by each party to the other, the parties agree as follows:

Delete from the Collateral (as defined in the security granting clause of the Security Agreement) two (2), General Motors SD40-2, 3000 horsepower, diesel electric locomotives bearing the reporting marks and numbers GT 5934 and GT 5935.

For HELM LOCOMOTIVE LEASING

NBD BANK

HELM EQUIPMENT LEASING
CORPORATION, one of its
Joint Venturers

By: 

By: Kelly J. Cotton

Title: President

Title: Vice President

Date: December 4, 1992

Date: March 11, 1993

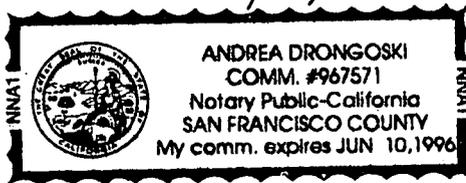
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 4 day of December, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM EQUIPMENT LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]



STATE OF Michigan)
) S
COUNTY OF Wayne)

On this 11th day of March, 1992, before me personally appeared Kelly T. Cotton, to me personally known, who, being by me duly sworn, says that such person is Vice President of NBD BANK, that said instrument was signed and sealed on behalf of said corporation and that such person knowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Shirley Ann Ferretti
Notary Public

My Commission Expires: My Commission Expires March 31, 1994

[Notarial Seal]